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Attorneys for the Appellees

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	<b>: Chapter 11</b>
	<b>:</b>
<b>NORTHWEST AIRLINES CORPORATION, <u>et al.</u>,</b>	<b>: Case No. 05-17930 (ALG)</b>
	<b>:</b>
<b>Debtors.</b>	<b>: Jointly Administered</b>
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**APPELLEES' DESIGNATION OF ADDITIONAL ITEMS  
 TO BE INCLUDED IN RECORD ON APPEAL**

Pursuant to rule 8006 of the Federal Rules of Bankruptcy Procedure, appellee Northwest Airlines Corporation and certain of its affiliated entities that were debtors and debtors in possession in the above-captioned cases (the "Appellees")<sup>1</sup> respectfully submit this

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<sup>1</sup> The Appellees consist of: Northwest Airlines Corporation, Northwest Airlines, Inc., NWA Fuel Services Corporation, Northwest Aerospace Training Corp., MLT Inc., Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc., NWA Retail Sales Inc., Montana Enterprises, Inc., NW Red Baron LLC, Aircraft Foreign Sales, Inc., NWA Worldclub, Inc. and NWA Aircraft Finance, Inc. The preceding entities, together with Northwest Airlines Holdings Corporation and NWA Inc., were the debtors and debtors in possession (the "Debtors") in these cases prior to May 31, 2007, the Effective Date of the Plan (as defined herein). On the Effective Date, Northwest Airlines Holdings Corporation merged into NWA Inc. and thereafter, NWA Inc. merged into Northwest Airlines, Inc. and went out of existence.

Designation of Additional Items to Be Included In Record On Appeal in connection with the appeal of Mark Francis (the “Appellant”) from the order of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) dated June 19, 2008, granting the Appellees’ objection to proofs of claim numbers 11631, 11637 and 11673 (collectively, the “Claims”) filed by Appellant pursuant to their twenty-second omnibus objection (Docket No. 5238).

#### **DESIGNATION OF ADDITIONAL ITEMS FOR RECORD ON APPEAL**

Appellees hereby designate the following additional items to be included in the record on appeal:

1. Debtors’ Twenty-Second Omnibus (Tier II) Objection Pursuant to Section 502(b) of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 3007, the Order Approving Procedures for the Filing of Omnibus Objections to Proofs of Claim and the Order Authorizing the Debtors to Pay Certain Pre-Petition Wages, Compensation and Employee Benefits and to Continue Payment of Wages, Compensation and Employee Benefits in the Ordinary Course of Business, filed March 12, 2007 (Docket No. 5238).
2. Order Regarding Debtors’ Objection to Proofs of Claim Numbers 11631, 11637 and 11673 Filed by Mark Francis Pursuant to the Twenty-Second Omnibus (Tier II) Objection, entered on June 19, 2008 (Docket No. 8298).
3. Transcript of May 6, 2008 Conference Before the Honorable Allan J. Gropper, United States Bankruptcy Judge, pp. 4-18.
4. Transcript of June 4, 2008 Hearing Before the Honorable Allan J. Gropper, United States Bankruptcy Judge, pp. 10-14.

5. Order Pursuant to Sections 363(b) and 105(a) of the Bankruptcy Code Authorizing, But Not Directing, the Debtors to (I) Pay Certain Pre-Petition Wages, Compensation and Employee Benefits; (II) Continue Payment of Wages, Compensation and Employee Benefits in the Ordinary Course of Business; and (III) Authorizing and Directing Applicable Banks and Other Financial Institutions to Process, and Pay All Checks Presented for Payment and to Honor All Funds Transfer Requests Made by the Debtors Relating to the Foregoing, entered on September 15, 2005 (Docket No. 67).
6. Debtors' (I) Motion for Entry of an Order Merging Duplicative Series C Judgment Claims and (II) Objection to Certain Additional Non-Series C Claims, filed on March 14, 2007 (Docket No. 5288).
7. International Association of Machinists and Aerospace Workers, AFL-CIO's Response to Objections to Debtors' Motion for Entry of an Order Merging Duplicative Series C Judgment Claims, filed on April 19, 2007 (Docket No. 6245).
8. Debtors' Response to Objections to (I) Motion for Entry of an Order Merging Duplicative Series C Judgment Claims and (II) Objection to Certain Additional Non-Series C Claims, filed on April 23, 2007 (Docket No. 6344).
9. Order Granting Debtors' (I) Motion for Entry of an Order Merging Duplicative Series C Judgment Claims and (II) Objection to Certain Additional Non-Series C Claims, entered on April 26, 2007 (Docket No. 6421).

10. Debtors' First Amended Joint and Consolidated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, filed on February 15, 2007 (Docket No. 4901), and amended on March 30, 2007 (Docket No. 5725).
11. Findings of Fact, Conclusions of Law, and Order Under 11 U.S.C. § 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming Debtors' First Amended Joint and Consolidated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, entered on May 18, 2007 (Docket No. 6944).
12. Disclosure Statement with Respect to Debtors' First Amended Joint and Consolidated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, filed on February 15, 2007 (Docket No. 4902), and amended on March 30, 2007 (Docket No. 5726).
13. Order (I) (A) Approving Disclosure Statement; (B) Establishing Solicitation Procedures; and (C) Fixing Distribution Record Date; and (II) (A) Establishing Procedures for Participation in Rights Offering; and (B) Approving Subscription Form, entered on March 30, 2007 (Docket No. 5736).

Dated: July 10, 2008  
New York, New York

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